

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/17/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PBT PT Acquisition Company, LLC		11/17/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Palm Beach Tan, Inc.
Street Address:	13800 Senlac Drive, Suite 200
City:	Farmers Branch
State/Country:	TEXAS
Postal Code:	75234
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	77100632	EGO
Serial Number:	77100585	LOVELY BETTY
Registration Number:	2019344	PLANET TAN
Registration Number:	3323091	

CORRESPONDENCE DATA

Fax Number: (214)745-5390
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2147455300
 Email: jmuennink@winstead.com
 Correspondent Name: Cathryn A. Berryman c/o Winstead PC
 Address Line 1: P.O. Box 50784
 Address Line 4: Dallas, TEXAS 75250-0784

ATTORNEY DOCKET NUMBER: 47226 G99999

TRADEMARK

900121724

REEL: 003895 FRAME: 0678

CH \$115.00 77100632

NAME OF SUBMITTER:	Cathryn A. Berryman
Signature:	/Cathryn A. Berryman/
Date:	12/01/2008
Total Attachments: 2 source=pbt merger doc#page1.tif source=pbt merger doc#page2.tif	

FILED
In the Office of the
Secretary of State of Texas

NOV 19 2008

Corporations Section

ARTICLES OF MERGER
of
PBT PT ACQUISITION COMPANY, LLC
with and into
PALM BEACH TAN, INC.

These Articles of Merger are submitted for the purpose of effecting the merger (the "**Merger**") of PBT PT Acquisition Company, LLC, a Delaware limited liability company ("**Subsidiary**"), with and into Palm Beach Tan, Inc., a Texas corporation ("**Parent**" and, together with Subsidiary, the "**Merging Entities**"). Pursuant to Article 5.16 of the Texas Business Corporation Act (the "**TBCA**") and the Delaware Limited Liability Company Act, the Merging Entities adopt the following Articles of Merger and certify as follows:

1. The names of the entities that are parties to the Merger and the states under the laws of which they are incorporated or formed are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization/Formation</u>
PBT PT Acquisition Company, LLC	limited liability company	Delaware
Palm Beach Tan, Inc.	corporation	Texas

2. Parent owns 100% of the outstanding common stock of Subsidiary.

3. A copy of the resolution of merger (the "**Resolution**") adopted by the board of directors of Parent on November 17, 2008 in accordance with the TBCA and the governing documents of Parent is attached hereto as Exhibit A.

4. The Merger shall be effective upon filing of these Articles with the Secretary of State of the State of Texas (the "**Effective Time**").

[Signatures on the Following Page]

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Secretary of State

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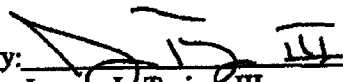
IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of November 17, 2008.

PALM BEACH TAN, INC.

By: 
Jerome L. Trojan, III
Vice President, Chief Financial Officer,
and Secretary

PBT PT ACQUISITION COMPANY, LLC

By: Palm Beach Tan, Inc., its sole member

By: 
Jerome L. Trojan, III
Vice President, Chief Financial Officer,
and Secretary